

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	§	Chapter 11
	§	
W. R. GRACE & CO., et al.,	§	Case No. 01-01139 (JKF)
	§	
<i>Debtors.</i>	§	Jointly Administered
	§	

**NOTICE OF SERVICE AND FILING OF PROPOSED CORRECTED ORDER
REGARDING APPLICATION OF PD FCR TO RETAIN KARL HILL AS LOCAL
COUNSEL; RELATED TO DOCKET NOS. 20224 (APPLICATION) AND 20539 (CNO)**

The undersigned hereby files and serves the attached proposed CORRECTED order related to docket number 20224, the “Application Pursuant to Sections 105, 327, 524(g) and 1109 of the Bankruptcy Code for Order Authorizing Retention *Nunc Pro Tunc* of Karl Hill, Esq. As Local Counsel to Hon. Alexander M. Sanders, Jr., Proposed Legal Representative for Future Asbestos Related Property Damage Claimants and Holders of Demands” (the “Application”). The Certificate of No Objection with respect to the Application is found at docket number 20539. The proposed order on the Application will be presented to the Court at the Omnibus hearing on January 26, 2009.

Respectfully Submitted,



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ATTORNEY FOR HON. ALEXANDER
M. SANDERS, JR., FUTURE PROPERTY
DAMAGE CLAIMS REPRESENTATIVE

CERTIFICATE OF SERVICE

I certify that on the 26nd day of January, 2009, this document was served through the ECF system on all persons who have requested notice through the ECF system.



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In re:	§	Chapter 11
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W. R. GRACE & CO., et al.,	§	Case No. 01-01139 (JKF)
	§	
<i>Debtors.</i>	§	Jointly Administered

**CORRECTED ORDER PURSUANT TO SECTIONS 327 AND 1107 OF THE
BANKRUPTCY CODE AUTHORIZING RETENTION *NUNC PRO TUNC* OF KARL
HILL ESQ., AS COUNSEL TO HON. ALEXANDER SANDERS, JR., LEGAL
REPRESENTATIVE FOR FUTURE ASBESTOS-RELATED
PROPERTY DAMAGE CLAIMANTS AND HOLDERS OF DEMANDS**

Upon consideration of the application (the "Application") of Alexander M. Sanders, Jr., the Proposed Legal Representative for Future Asbestos-Related Property Damage Claimants and Holders of Demands (the "PDFCR") for the entry of an Order pursuant to section 327(a) and 1107(b) of the Bankruptcy Code, authorizing the Debtor to retain Karl Hill, Esq. to represent him as counsel in the above-referenced Chapter 11 Cases *nunc pro tunc* to September 29, 2008, after notice and hearing, and this Court being satisfied that: (i) Mr. Hill does not hold or represent any interest adverse to the PDFCR, the Debtors, their creditors, or this Bankruptcy Estate with respect to the matters for which Mr. Hill is to be engaged; (ii) Mr. Hill is a disinterested person within the meaning of section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and has disclosed any matter which he believes could bear upon the finding by this Court that Mr. Hill is such a "disinterested person;" and (iii) that the employment and retention of Mr. Hill is necessary and in the best interests of the PDFCR, the Debtors, their creditors and this Bankruptcy Estate; and it appearing that the notice of the Applications were good and sufficient under the circumstances and that no other or further notice need be given,

and this Court finding good cause for the relief requested thereby, it is hereby

ORDERED that the Application is granted *nunc pro tunc* as of September 29, 2008; and
it is further

ORDERED that pursuant to sections 327 and 1107 of the Bankruptcy Code, the
PDFCR shall be, and hereby is, authorized and empowered to employ and retain Karl Hill, Esq.
and his law firm as local counsel to the PDFCR for all matters related to these Chapter 11 Cases;
and it is further

ORDERED that all notices, orders, documents, and pleadings filed in connection
with these Chapter 11 Cases shall be served upon Karl Hill, Esq., Seitz, Van Ogtrop & Green,
P.A., 222 Delaware Avenue, Suite 1500, Post Office Box 68, Wilmington, Delaware 19899; and
it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising
from or related to the implementation of this Order.

Signed this ____ day of January, 2009

UNITED STATES BANKRUPTCY JUDGE